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CMGE Technology Group Limited

中手游科技集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0302)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON TUESDAY, 25 MAY 2021**

The board of directors (the “**Board**”) of CMGE Technology Group Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Tuesday, 25 May 2021 (the “**AGM**”), all the proposed resolutions as set out in the notice of the AGM dated 23 April 2021 (the “**Notice of AGM**”) and the supplemental notice of the AGM dated 10 May 2021 (the “**Supplemental Notice of AGM**”) were passed by way of poll. For further details of the resolutions considered at the AGM, Shareholders may refer to the Notice of AGM, the circular of the AGM dated 23 April 2021 (the “**First Circular**”), the Supplemental Notice of AGM and the supplemental circular of the AGM dated 10 May 2021 (the “**Supplemental Circular**”). In this announcement, unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the First Circular and the Supplemental Circular.

The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of Shares voted
		For	Against	
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors and auditors for the year ended 31 December 2020.	1,135,898,758 (100.00%)	0 (0.00%)	1,135,898,758
2.	To declare a final dividend of HK\$0.0928 (equivalent to RMB0.0825 based on the average exchange rate of 2020) per share for the year ended 31 December 2020, which will be paid out of the share premium account of the Company.	1,135,898,758 (100%)	0 (0.00%)	1,135,898,758
3(a).	(i) To re-elect Mr. XIAO Jian as an executive Director.	1,118,351,040 (98.43%)	17,791,718 (1.57%)	1,136,142,758
	(ii) To re-elect Mr. SIN Hendrick as an executive Director.	1,117,645,946 (98.37%)	18,496,812 (1.63%)	1,136,142,758
	(iii) To re-elect Mr. FAN Yingjie as an executive Director.	1,136,142,758 (100.00%)	0 (0.00%)	1,136,142,758
3(b).	To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.	1,135,898,758 (100.00%)	0 (0.00%)	1,135,898,758
4.	To re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.	1,135,898,758 (100.00%)	0 (0.00%)	1,135,898,758
5.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the total number of issued shares of the Company.	1,135,898,758 (100.00%)	0 (0.00%)	1,135,898,758
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company.	1,097,774,039 (96.64%)	38,124,719 (3.36%)	1,135,898,758
7.	To approve the grant of share options to Mr. XIAO Jian.	264,982,910 (95.79%)	11,649,419 (4.21%)	276,632,329
8.	To approve the grant of share options to Mr. SIN Hendrick.	264,982,910 (95.79%)	11,649,419 (4.21%)	276,632,329

Ordinary Resolutions		Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of Shares voted
		For	Against	
9.	To extend the authority given to the Directors pursuant to ordinary resolution no. 6 to allot, issue and deal with additional shares of the Company by adding the total number of shares bought back by the Company under ordinary resolution no. 5.	1,099,677,551 (96.81%)	36,221,207 (3.19%)	1,135,898,758
10.	To re-elect Mr. ZHANG Shengyan as a non-executive Director.	1,136,142,758 (100.00%)	0 (0.00%)	1,136,142,758

Notes:

- As more than 50% of the valid votes were cast in favour of each of the proposed resolutions no. 1 to 10 above at the AGM, all such proposed resolutions were duly passed by the Shareholders as ordinary resolutions.
- As at the date of the AGM, the total number of issued Shares entitling the holders to attend and vote for or against resolutions no. 1 to 6 and resolutions no. 9 to 10 proposed at the AGM was 2,768,050,000 Shares.
- As required under Rule 17.04(1) of the Listing Rules, Mr. XIAO Jian and Mr. SIN Hendrick and their respective associates and all Core Connected Persons of the Company which control or are entitled to exercise control over the voting rights of a total of 1,349,547,412 Shares (representing approximately 48.75% of the total issued share capital of the Company as at the date of the AGM) (the “**Relevant Shareholders**”) shall abstain from voting on resolutions no. 7 to 8 at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against resolutions no. 7 to 8 at the AGM was 1,418,502,588 Shares (representing approximately 51.25% of the total issued share capital of the Company as at the date of the AGM). A total of 1,135,898,758 Shares voted in respect of resolutions no. 7 and 8 at the AGM, respectively, of which 859,266,429 votes in each of resolutions no. 7 and 8 were cast by the Relevant Shareholders and which should have abstained from voting pursuant to the Listing Rules. Pursuant to the Articles of Association, the votes cast by the Relevant Shareholders representing 859,266,429 Shares in respect of each of resolutions no. 7 to 8 have not been counted. In this respect, details of the poll results set forth above have excluded such votes.

4. Save as disclosed above, to the best of the knowledge, information and belief of the Board, and having made all reasonable enquiries:
 - i. there were no Shares entitling the holders of which to attend and abstain from voting in favour of any of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.
 - ii. there were no Shareholders who were required to abstain from voting at the AGM under the Listing Rules; and
 - iii. there were no Shareholders who had stated their intention in the First Circular and the Supplemental Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.
5. The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

By order of the Board
CMGE Technology Group Limited
XIAO Jian
Chairman

Hong Kong, 25 May 2021

As at the date of this announcement, the Board comprises Mr. XIAO Jian, Mr. SIN Hendrick and Mr. FAN Yingjie as executive Directors; Mr. ZHANG Shengyan as non-executive Director; and Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yaukai as independent non-executive Directors.